

To: Madigan, Andrea[Madigan.Andrea@epa.gov]
From: Yalen, Robert (USANYS)
Sent: Mon 8/3/2015 6:10:56 PM
Subject: FW: Multistate Trust--Request for Beneficiary Approval for Sale of Red Mountain, Colorado Former Tronox Mining Claims

From: Marc Weinreich [mailto:mw@g-etg.com]
Sent: Monday, August 03, 2015 12:46 PM
To: Gibbons, Melissa--EPA HQ POC
Cc: Yalen, Robert (USANYS); Dean Brockbank
Subject: Multistate Trust--Request for Beneficiary Approval for Sale of Red Mountain, Colorado Former Tronox Mining Claims
Importance: High

Melissa,

As with Mr. Bennett, both the US Forest Service and the Ouray County Historical Society are prepared to proceed with a closing on the former Tronox Red Mountain mining claims in San Juan and Ouray Counties. As you can see from the email below, a Red Mountain Celebration is set for August 22nd with representatives from the US Forest Service and US Senator Michael Bennet's office, although the ceremony is not contingent on a closing by that date. In light of the confirmation of interest, on behalf of the Multistate Trust, I'd like to renew the prior request for sale approval, with the hope that the Region will also be able to issue a Comfort Letter on the transaction. Could you let me know whether you think we should have a further conversation to discuss this proposed transaction or if you already have all the information that is needed to make a decision.

Best,

Marc

Marc Weinreich, Vice President
Greenfield Environmental Multistate Trust LLC
Trustee of the Multistate Environmental Response Trust
Greenfield Environmental Trust Group, Inc.
1928 Eagle Crest Drive
Draper, UT 84020
Cell: 617.512.8063
Email: mw@g-etg.com
Website: www.g-etg.com



From: Pat Willits <willits@independence.net>
Date: Thursday, July 30, 2015 at 12:56 PM
To: Marc Weinreich <mw@g-etg.com>, Dean Brockbank <db@g-etg.com>
Subject: Fwd: RE: TRONOX: MST-TLR PSA signature page/earnest money deposit-receipt
AUG 22 DEDICATION

Marc and Dean,

We've heard back from the US Forest Service and the Ouray County Historical Society that potential NPL listing of sites in San Juan County does not alter their interest in acquiring Tronox claims in Ouray County. I believe you have heard something similar from Ryan Bennett. We are hoping this clears the way for being able to take the project to closing. Please advise.

Also as an FYI, TLR, OCHS, and the San Juan County Historical Society are hosting a Red Mountain Celebration August 22, 10 am at the Red Mountain Mining District interpretive overlook that will include a ceremonial dedication of the donation of the Tronox properties to the USFS and OCHS. Representatives of both the US Forest Service and Senator Bennet's office will be part of the ceremony. You are invited. And while we sincerely hope that the project has closed by then, we will go ahead and hold the ceremony regardless, unless some unexpected red flag arises.

regards

Pat

----- Forwarded Message -----

Subject: RE: TRONOX: MST-TLR PSA signature page/earnest money deposit-receipt
Date: Thu, 30 Jul 2015 16:40:46 +0000
From: Armbruster, Jason M -FS <jasonmarmbruster@fs.fed.us>
To: Pat Willits <willits@independence.net>

Pat,

I did run it up the chain and there were no major concerns on our end. We should be good to close.

Thanks,



Jason M. Armbruster
Assistant Forest Lands Program Manager
Forest Service

Grand Mesa, Uncompahgre and Gunnison National Forests

p: 970-874-6675

f: 970-874-6686

JasonMArmbruster@fs.fed.us

2250 Highway 50

Delta, CO 81416-2485

www.fs.fed.us



Caring for the land and serving people

From: Pat Willits [<mailto:willits@independence.net>]

Sent: Thursday, July 30, 2015 8:01 AM

To: Armbruster, Jason M -FS

Cc: bob risch

Subject: Re: TRONOX: MST-TLR PSA signature page/earnest money deposit-receipt

Jason,

I think everyone's ready to close as long as the Forest Service doesn't have any concerns related to the potential NPL listings in San Juan County, which as you and I discussed on the phone, don't have any nexus at all to the Ouray County claims that we are dealing with, but for some reason the bureaucracy of the EPA feels compelled to make sure USFS is aware...

Unless you've heard otherwise from your higher ups, I will inform the Multistate Trust that we are all clear to close...

I will call you...

Pat

On 7/29/2015 12:46 PM, Armbruster, Jason M -FS wrote:

Pat,

Do you have any updates on the timeline for closing? I'd like to be able to update Hillary Merritt at TPL, which has the other 50% interest in the Humboldt claim.

Thanks,



Jason M. Armbruster
Assistant Forest Lands Program Manager
Forest Service

Grand Mesa, Uncompahgre and Gunnison National Forests

p: 970-874-6675

f: 970-874-6686

JasonMArmbruster@fs.fed.us

2250 Highway 50

Delta, CO 81416-2485

www.fs.fed.us



Caring for the land and serving people

From: Pat Willits [<mailto:willits@independence.net>]

Sent: Wednesday, July 01, 2015 3:16 PM

To: Dean Brockbank

Cc: Zach Miller; Armbruster, Jason M -FS; Tom Hillhouse

Subject: TRONOX: MST-TLR PSA signature page/earnest money deposit-receipt

Dean

attached please find one pdf document which includes page 7 of both PSAs, with my signature attached, plus a copy of earnest money check in the amount of \$2,000, placed with Land Title Guarantee Company on 6/30/15. I have asked LTGC to begin preparation of closing settlement documents in anticipation of DoJ approval, Marc Weinreich subsequently signing each PSA and returning copies to us, and closing, which we hope

might be later this month, if all goes well.

When we are ready to close, I assume LTGC will circulate documents for signing via overnight delivery, but maybe in this day and age it can all be done electronically. I frankly am not sure. I believe Tom Hillhouse will be signing as OCHS acceptance of the deed. I will check with USFS Jason Armbruster (who has taken the reigns on this deal for the Forest Service from John Almy) to determine who will be signing the deed acknowledgement on behalf of the United States of America.

Please let me know if I ought to be doing anything else at this point

Pat

On 6/29/2015 12:26 PM, Dean Brockbank wrote:

Pat,

Attached are the execution copy versions of what you sent me last week. Please send me a fully-executed signature page and we will work to get our beneficiary approval.
Thanks much. db

Dean S. Brockbank

Sr. Legal & Environmental Strategist

Greenfield Environmental Multistate Trust

Trustee of the Multistate Environmental Response Trust

(801) 518-8228

db@g-etg.com



From: Dean Brockbank <db@g-etg.com>
Date: Thursday, June 25, 2015 at 12:51 PM
To: Pat Willits <willits@independence.net>

Cc: Zach Miller <zach.miller@dgslaw.com>
Subject: Re: MST - USFS FINAL PSA - 6-22-15 pat edit

Thanks Pat—been out of coverage for a few days. These edits are fine. I will finalize and send back to you signature copies. Thanks! db

From: Pat Willits <willits@independence.net>
Date: Monday, June 22, 2015 at 3:55 PM
To: Dean Brockbank <db@g-etg.com>
Cc: Zach Miller <zach.miller@dgslaw.com>
Subject: MST - USFS FINAL PSA - 6-22-15 pat edit

Greetings Dean

attached please find our latest and what we feel ought to be last redlined edits to the PSAs for the Ouray County Claims.

With regard to the total acreage of the USFS acquisitions as shown on the QCD, I have revised back up to the 136.432 number. While you were correct to use the number 131.67 to account for the 50% acquisition of the Humbolt claim, when figuring the purchase price based on \$500 an acre, it seems to us that the upper number is still the correct number for the QCD in that it is the total number of acres of the deal, even though USFS is acquiring 50% of 9 plus acres of one of the claims.

If you agree we are good to have you send us clean copies for execution and deposit of earnest money.

thanks

Pat

-- Patrick Willits The Trust for Land Restoration Ridgway CO 81432
970-626-3236 phone & fax <http://www.restorationtrust.org>

-- Patrick Willits The Trust for Land Restoration Ridgway CO 81432 970-626-3236 phone & fax <http://www.restorationtrust.org>

-- Patrick Willits Ridgway CO 81432 970-626-3236 office 970-596-5479 cell <http://www.restorationtrust.org>